

TUPPERWARE CORP
Form 4
November 19, 2004

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
POTESHMAN MICHAEL S

(Last) (First) (Middle)

14901 S. ORANGE BLOSSOM TRAIL

(Street)

ORLANDO, FL 32837-

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
TUPPERWARE CORP [TUP]

3. Date of Earliest Transaction (Month/Day/Year)
11/17/2004

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive Vice President & CFO

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | 11/17/2004 | | A ⁽¹⁾ | 4,000 A \$ 0 | 17,400 | D | |
| Common Stock | 11/17/2004 | | J ⁽²⁾ | 444 A \$ 0 | 2,068 | I | 401(k) Plan |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Edgar Filing: TUPPERWARE CORP - Form 4

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option | \$ 14.63 | | | | | 11/19/2004 | 11/18/2013 | Common Stock | 20,000 |
| Stock Option | \$ 15.94 | | | | | 10/26/2007 | 10/26/2010 | Common Stock | 18,800 |
| Stock Option | \$ 16.23 | | | | | 11/06/2003 | 11/05/2012 | Common Stock | 13,000 |
| Stock Option | \$ 18.56 | | | | | 11/14/2003 | 11/13/2010 | Common Stock | 12,000 |
| Stock Option | \$ 18.75 | | | | | 11/11/2002 | 11/10/2009 | Common Stock | 10,000 |
| Stock Option | \$ 19.2 | | | | | 11/13/2000 | 11/11/2008 | Common Stock | 15,000 |
| Stock Option | \$ 20.65 | | | | | 09/25/2004 | 09/24/2011 | Common Stock | 10,400 |
| Stock Option | \$ 24.25 | | | | | 11/11/2000 | 11/10/2007 | Common Stock | 2,500 |
| Stock Option | \$ 25.55 | | | | | 01/27/2001 | 01/26/2008 | Common Stock | 5,000 |
| Stock Option | \$ 33.0197 | | | | | 11/01/1997 | 10/31/2004 | Common Stock | 1,014 |
| Stock Option | \$ 34.2797 | | | | | 10/31/1998 | 10/30/2005 | Common Stock | 1,081 |
| Stock Option | \$ 42.25 | | | | | 05/20/1999 | 05/19/2006 | Common Stock | 7,000 |
| Stock Option | \$ 18.23 | 11/17/2004 | | A | 2,000 | 11/17/2005 ⁽³⁾ | 11/16/2014 | Common Stock | 2,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| POTESHMAN MICHAEL S 14901 S. ORANGE BLOSSOM TRAIL ORLANDO, FL 32837- | | | Executive Vice President & CFO | |

Signatures

Susan R. Coumes,
Attorney-in-fact

11/19/2004

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (3) The option vests in three equal annual installments beginning on November 17, 2005.
- (1) An award of restricted stock under the Tupperware Corporation 2000 Incentive Plan, exempt under Rule 16b-3, and includes stock withholding rights.
- (2) Additional shares acquired in company's 401k plan since the prior filing.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.